



SEP 03 '10 -1 30 PM

SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

September 3, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Full Service Lease Agreement dated August 24, 2010 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: The Detroit Edison Company
2000 Second Avenue
Detroit, MI 48336

A description of the railroad equipment covered by the enclosed document is:

196 cars within the series MBKX 44861 - MBKX 45100 as more particularly set forth in the exhibit attached to the document.

This filing is to appear in the index as follows: Memorandum of Lease Agreement.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Contract Administrator/Paralegal

Enclosure

RECORDATION NO. 29455 FILED

SEP 03 '10 -1 30 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**THE DETROIT EDISON COMPANY
("LESSEE")**

AUGUST 24, 2010

This Memorandum of Lease Agreement is made and entered into as of August 24, 2010 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and The Detroit Edison Company, a Michigan corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one-hundred ninety-six (196) FreightCar America built Aluminum Bethgon II railcars bearing marks and numbers as follows:

See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

mitsui rail capital, llc

By: 

Print Name: John O'Bryan

Title: President

LESSEE:

THE DETROIT EDISON COMPANY

By: 

Print Name: GARY E. LAPOLANDER

Title: Director Fuel Supply

STATE OF ILLINOIS

COUNTY OF COOK

On this 1st day of September, 2012, before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: July 7, 2012



STATE OF MICHIGAN

COUNTY OF WAYNE

On this 31 day of AUGUST, 2012, before me personally appeared GARY LAPPLANDER, to me personally known, who being by me duly sworn, says that he is the DIRECTOR of The Detroit Edison Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Lorria A. Hanner
NOTARY PUBLIC

My commission expires:

LORRIA A. HANNER
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Apr 20, 2013

EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	44861
2	MBKX	44862
3	MBKX	44863
4	MBKX	44864
5	MBKX	44865
6	MBKX	44866
7	MBKX	44868
8	MBKX	44869
9	MBKX	44870
10	MBKX	44871
11	MBKX	44872
12	MBKX	44873
13	MBKX	44874
14	MBKX	44875
15	MBKX	44876
16	MBKX	44877
17	MBKX	44878
18	MBKX	44879
19	MBKX	44880
20	MBKX	44881
21	MBKX	44882
22	MBKX	44883
23	MBKX	44884
24	MBKX	44885
25	MBKX	44886
26	MBKX	44887
27	MBKX	44888
28	MBKX	44889
29	MBKX	44890
30	MBKX	44891
31	MBKX	44892
32	MBKX	44893
33	MBKX	44894
34	MBKX	44895
35	MBKX	44900
36	MBKX	44901
37	MBKX	44902
38	MBKX	44903
39	MBKX	44904
40	MBKX	44905
41	MBKX	44906
42	MBKX	44907
43	MBKX	44908
44	MBKX	44909
45	MBKX	44910
46	MBKX	44911
47	MBKX	44912

<u>Count</u>	<u>Mark</u>	<u>Number</u>
48	MBKX	44913
49	MBKX	44914
50	MBKX	44915
51	MBKX	44916
52	MBKX	44917
53	MBKX	44919
54	MBKX	44920
55	MBKX	44921
56	MBKX	44922
57	MBKX	44923
58	MBKX	44924
59	MBKX	44925
60	MBKX	44926
61	MBKX	44927
62	MBKX	44928
63	MBKX	44929
64	MBKX	44930
65	MBKX	44931
66	MBKX	44932
67	MBKX	44933
68	MBKX	44934
69	MBKX	44935
70	MBKX	44936
71	MBKX	44937
72	MBKX	44938
73	MBKX	44939
74	MBKX	44940
75	MBKX	44941
76	MBKX	44942
77	MBKX	44943
78	MBKX	44944
79	MBKX	44946
80	MBKX	44947
81	MBKX	44948
82	MBKX	44949
83	MBKX	44950
84	MBKX	44951
85	MBKX	44952
86	MBKX	44953
87	MBKX	44954
88	MBKX	44955
89	MBKX	44956
90	MBKX	44957
91	MBKX	44958
92	MBKX	44959
93	MBKX	44960
94	MBKX	44961

<u>Count</u>	<u>Mark</u>	<u>Number</u>
95	MBKX	44962
96	MBKX	44963
97	MBKX	44964
98	MBKX	44965
99	MBKX	44966
100	MBKX	44967
101	MBKX	44968
102	MBKX	44969
103	MBKX	44970
104	MBKX	44971
105	MBKX	44972
106	MBKX	44973
107	MBKX	44974
108	MBKX	44975
109	MBKX	44976
110	MBKX	44977
111	MBKX	44978
112	MBKX	44979
113	MBKX	44980
114	MBKX	45001
115	MBKX	45004
116	MBKX	45005
117	MBKX	45006
118	MBKX	45007
119	MBKX	45008
120	MBKX	45009
121	MBKX	45010
122	MBKX	45011
123	MBKX	45012
124	MBKX	45013
125	MBKX	45014
126	MBKX	45015
127	MBKX	45016
128	MBKX	45017
129	MBKX	45018
130	MBKX	45020
131	MBKX	45021
132	MBKX	45022
133	MBKX	45023
134	MBKX	45024
135	MBKX	45025
136	MBKX	45026
137	MBKX	45027
138	MBKX	45028
139	MBKX	45029
140	MBKX	45030
141	MBKX	45031

<u>Count</u>	<u>Mark</u>	<u>Number</u>
142	MBKX	45034
143	MBKX	45035
144	MBKX	45036
145	MBKX	45037
146	MBKX	45038
147	MBKX	45039
148	MBKX	45040
149	MBKX	45041
150	MBKX	45042
151	MBKX	45043
152	MBKX	45044
153	MBKX	45045
154	MBKX	45046
155	MBKX	45047
156	MBKX	45048
157	MBKX	45049
158	MBKX	45050
159	MBKX	45053
160	MBKX	45055

<u>Count</u>	<u>Mark</u>	<u>Number</u>
161	MBKX	45056
162	MBKX	45057
163	MBKX	45058
164	MBKX	45059
165	MBKX	45060
166	MBKX	45061
167	MBKX	45062
168	MBKX	45064
169	MBKX	45065
170	MBKX	45066
171	MBKX	45067
172	MBKX	45068
173	MBKX	45070
174	MBKX	45071
175	MBKX	45072
176	MBKX	45074
177	MBKX	45075
178	MBKX	45078
179	MBKX	45079

<u>Count</u>	<u>Mark</u>	<u>Number</u>
180	MBKX	45080
181	MBKX	45081
182	MBKX	45082
183	MBKX	45083
184	MBKX	45084
185	MBKX	45086
186	MBKX	45087
187	MBKX	45088
188	MBKX	45090
189	MBKX	45091
190	MBKX	45093
191	MBKX	45094
192	MBKX	45096
193	MBKX	45097
194	MBKX	45098
195	MBKX	45099
196	MBKX	45100